

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA

Thrivent Financial for Lutherans;
Thrivent Life Insurance Company;
Thrivent Balanced Fund; Thrivent Core
Bond Fund; Thrivent Income Fund;
Thrivent Limited Maturity Bond Fund;
Thrivent Balanced Portfolio; Thrivent
Bond Index Portfolio; Thrivent Limited
Maturity Bond Portfolio; Thrivent
Financial Defined Benefits Plan Trust;
and Thrivent Financial for Lutherans
Foundation,

Plaintiffs,

v.

Countrywide Financial Corporation;
Countrywide Home Loans, Inc.;
Countrywide Home Loans Servicing LP;
CWALT, Inc.; CWMBS, Inc.; CWABS,
Inc.; CWHEQ, Inc.; Countrywide
Securities Corporation; Countrywide
Capital Markets, LLC; Angelo Mozilo;
David A. Sambol; Bank of America
Corp.; BAC Home Loans Servicing,
L.P.; NB Holdings Corporation;
Residential Funding Company, LLC;
Residential Accredit Loans, Inc.; GMAC
Mortgage LLC; Residential Asset
Mortgage Products, Inc.; Residential
Funding Securities, LLC; Homecomings
Financial, LLC; and Ally Bank,

Defendants.

Case No. 0:11-cv-01111 (SRN/TNL)

**STIPULATION BETWEEN
PLAINTIFFS AND THE
COUNTRYWIDE DEFENDANTS,
THE BANK OF AMERICA
DEFENDANTS, ANGELO MOZILO
AND DAVID A. SAMBOL**

WHEREAS on August 2, 2011, the Countrywide Defendants¹ and the Bank of America Defendants² filed motions, and memoranda in support of those motions, to sever the claims against them from the claims against the “GMAC” Defendants³, and to transfer the claims against them to the Central District of California pursuant to 28 U.S.C. § 1404(a) (ECF Nos. 80, 84, 85, 88);

WHEREAS all Defendants filed memoranda in support of their motions to dismiss Plaintiffs’ Complaint on August 2, 2011 (ECF Nos. 64, 68, 72, 77 114);

WHEREAS on August 15, 2011, the United States Judicial Panel on Multidistrict Litigation granted the motion of Countrywide Financial Corporation and related entities pursuant to 28 U.S.C. § 1407 to centralize twelve actions and other potential related actions in the Central District of California before Judge Mariana R. Pfaelzer under the caption *In re Countrywide Financial Corp. Mortgage-Backed Securities Litigation*, MDL Docket No. 2265 (the “MDL Action”);

WHEREAS on August 17, 2011, the Countrywide Defendants filed a Rule 7.1 Notice of Related Action seeking to have the claims against the Countrywide and Bank of America Defendants in this action separated from the claims against the “GMAC” Defendants and transferred to the MDL Action as a related action pursuant

¹ The Countrywide Defendants are Countrywide Financial Corporation, Countrywide Home Loans, Inc., Countrywide Home Loans Servicing, LP, CWALT, Inc., CWMBBS, Inc., CWABS, Inc., CWHEQ, Inc., Countrywide Securities Corporation and Countrywide Capital Markets, LLC.

² The Bank of America Defendants are Bank of America Corp., BAC Home Loans Servicing, L.P. and NB Holdings Corporation.

³ The “GMAC” Defendants are Residential Funding Company, LLC, Residential Accredited Loans, Inc., GMAC Mortgage LLC, Residential Asset Mortgage Products, Inc., Residential Funding Securities, LLC, Homecomings Financial, LLC, and Ally Bank.

to 28 U.S.C. § 1407 and Rule 7.1(a) of the Rules of Procedure of the United States Judicial Panel on Multidistrict Litigation (*see* ECF No. 116);

WHEREAS on August 19, 2011, the MDL Panel granted the Rule 7.1 Notice of Related Action, and issued a Conditional Transfer Order transferring the claims in this action against the Countrywide and Bank of America Defendants, Angelo Mozilo (“Mozilo”) and David A. Sambol (“Sambol”), and remanding the claims against the “GMAC” Defendants back to this Court (Conditional Transfer Order (CTO-2) and Simultaneous Separation and Remand of Certain Claims attached hereto as Exhibit A);

WHEREAS Plaintiffs do not object to the MDL Panel’s Conditional Transfer Order transferring the claims against the Countrywide Defendants, the Bank of America Defendants, Mozilo and Sambol to the Central District of California pursuant to 28 U.S.C. § 1407 and separating and remanding the claims against the “GMAC” Defendants;

WHEREAS the Plaintiffs and the undersigned Defendants will agree to a new briefing schedule before the district court in the United States District Court for the Central District of California once the transfer is effective, and, accordingly, Plaintiffs and the undersigned Defendants agree that the current briefing schedule set forth in this Court’s Order dated July 22, 2011 (ECF No. 59) should be vacated and the September 30, 2011 hearing on Defendants’ Motions to Dismiss and Motions to Sever and Transfer should be removed from the Court’s calendar,

IT IS HEREBY STIPULATED and agreed between the undersigned counsel that:

- The Countrywide Defendants' Motion to Sever and to Transfer (ECF No. 80), and the Bank of America Defendants' Motion to Sever and to Transfer (ECF. No. 84) are withdrawn without prejudice; and
- The briefing schedule set forth in the July 22, 2011 Order (ECF No. 59) should be vacated and the hearing scheduled for September 30, 2011 should be cancelled.

The undersigned counsel accordingly consent to and request that the Court issue an order in the form emailed to the Court's chambers.

Dated: August __, 2011

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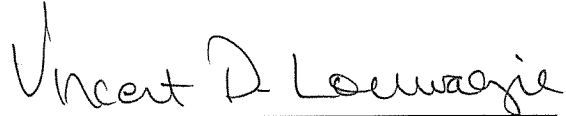
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EXHIBIT A

UNITED STATES JUDICIAL PANEL
on
MULTIDISTRICT LITIGATION

IN RE: COUNTRYWIDE FINANCIAL CORP.
MORTGAGED-BACKED SECURITIES
LITIGATION

Bankers Insurance Co., et al. v. Countrywide Financial Corp.,)	
et al., M.D. Florida, C.A. No. 8:11-01630)	MDL No. 2265
Thrivent Financial for Lutherans, et al. v. Countrywide Financial)	
Corp., et al., D. Minnesota, C.A. No. 0:11-01111)	

CONDITIONAL TRANSFER ORDER (CTO-2)
AND SIMULTANEOUS SEPARATION AND REMAND OF CERTAIN CLAIMS

On August 15, 2011, the Panel transferred 4 civil actions to the United States District Court for the Central District of California for coordinated or consolidated pretrial proceedings pursuant to 28 U.S.C. §1407. *See* __F.Supp.2d__ (J.P.M.L. 2011). Since that time, no additional action(s) have been transferred to the Central District of California. With the consent of that court, all such actions have been assigned to the Honorable Mariana R Pfaelzer.

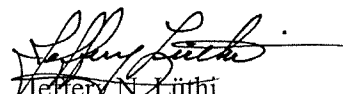
It appears that the actions on this conditional transfer order encompass claims relating to: (1) allegations that Countrywide Financial Corp. (Countrywide) misrepresented to investors in its mortgage-backed securities origination practices for, and the credit quality of, mortgage loans it originated from 2004 to 2007, which involve questions of fact that are common to the previously transferred MDL No. 2265 actions; and (2) claims against entities which do not involve such common questions of fact.

Pursuant to Rule 7.1 of the Rules of Procedure of the United States Judicial Panel on Multidistrict Litigation, the actions on this conditional transfer order are transferred under 28 U.S.C. §1407 to the Central District of California for the reasons stated in the order of August 15, 2011, and, with the consent of that court, assigned to the Honorable Mariana R. Pfaelzer.

All claims against The Bank of New York Mellon and against GMAC are hereby separated and simultaneously remanded, under 28 U.S.C. § 1407(a), to their respective transferor courts.

This order does not become effective until it is filed in the Office of the Clerk of the United States District Court for the Central District of California. The transmittal of this order to said Clerk shall be stayed 7 days from the entry thereof. If any party files a notice of opposition with the Clerk of the Panel within this 7-day period, the stay will be continued until further order of the Panel.

FOR THE PANEL:


Jeffrey N. Lüthi
Clerk of the Panel